

APR 05 '11 -11 00 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

March 31, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated March 1, 2011 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Rieter Automotive North America, Inc.
38555 Hills Tech Drive
Farmington Hills, MI 48331

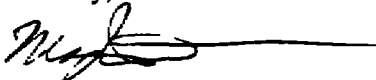
A description of the railroad equipment covered by the enclosed document is for twenty five (25) hopper cars having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosure

(RANI001)

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ASSGN. NO.: RAN1001

MEMORANDUM OF LEASE

SUMMIT TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of March, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Rieter Automotive North America, Inc ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 1, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 6, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOURVICE PRESIDENT

Title: _____

ATTEST:

By: Susan GerkulskyName: SUSAN GERKULSKY
Title: ASSISTANT DIRECTOR
OF DOCUMENTATIONExecuted on this 17th day of March, 2011.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

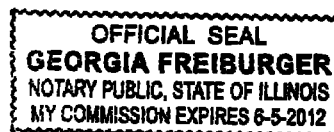
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17th day of March, 2011.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

RIETER AUTOMOTIVE NORTH AMERICA, INC

ATTEST:

By: Stephen Spahr
Name: STEPHEN SPAHR
Title: PURCHASING MANAGER

By: [Signature]
Name: KARLOS DELORENZO GONNDORE
Title: VP PURCHASING

Executed on this 1 day of MARCH, 2011.

[CORPORATE SEAL]

STATE OF Michigan
COUNTY OF Oakland

I, Alisa L. Lombardi, a Notary Public of the County and State aforesaid, certify that Stephen Spahr personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1 day of March, 2011.

Alisa L. Lombardi
Notary Public

Commission Expires:
6/1/16
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: Covered hopper cars.

CAR NUMBERS:

FURX	877004
FURX	877030
FURX	877032
FURX	877048
FURX	877071
FURX	877085
FURX	877103
FURX	877112
FURX	878104
FURX	878105
FURX	878107
FURX	878110
FURX	878111
FURX	878116
FURX	878118
FURX	878120
FURX	878124
FURX	878125
FURX	878127
FURX	878133
FURX	878134
NDYX	878031
NDYX	878034
NDYX	878057
NDYX	878075